

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

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PETER A. CRAWFORD,

Plaintiff,

v.

Civil Action No.  
05-cv-10078 (DPW)

WOLVERINE, PROCTOR & SCHWARTZ, INC.,  
STEVEN F. CHILINSKI, and  
DEEPAK S. KULKARNI,

Defendants.

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**AFFIDAVIT OF JOHN C. RUTHERFORD**

JOHN C. RUTHERFORD, being duly sworn deposes and says:

1. I am a founder and managing partner of Parthenon Capital LLC ("Parthenon"). Parthenon is a private equity firm with offices in Boston and San Francisco.

2. In late December 2001, Parthenon was involved in a transaction whereby a group of investment entities owned by Parthenon acquired a controlling ownership interest in Wolverine, Proctor & Schwartz, Inc. ("WPS").

3. The transaction whereby Parthenon acquired a 60% controlling interest in WPS closed between December 28 and December 31, 2001. As part of this transaction, Parthenon acquired the right to name three out of the five members of the WPS Board of Directors.

4. Following the final closing of Parthenon's acquisition of WPS on December 31, 2001, the WPS Board of Directors was composed of myself, Ernest Jacquet, Erik Scott, Mark Brown and Deepak Kulkarni.

5. On December 31, 2001, I, in my capacity as a director of WPS, executed an “Action by Unanimous Written Consent of Directors in Lieu of a Meeting of Directors” (the “Unanimous Written Consent”). The Unanimous Written Consent was one of the documents that was executed as part of the closing of Parthenon’s acquisition of WPS. A copy of the December 31, 2001 Unanimous Written Consent is attached hereto as Exhibit 1, my signature can be found on page W0039.

6. By operation of the Unanimous Written Consent, the WPS Board of Directors installed Deepak Kulkarni as the Chief Executive Officer (“CEO”) of WPS.

7. In executing the Unanimous Written Consent, it was the intention of Parthenon and the WPS Board of Directors to ensure that Mr. Kulkarni would serve as WPS’s CEO (a position he had occupied prior to Parthenon’s acquisition of WPS) until such time as a successor CEO could be appointed.

Signed under the penalties and pains of perjury this 28<sup>th</sup> day of April 2006.

/s/ John C. Rutherford  
JOHN C. RUTHERFORD

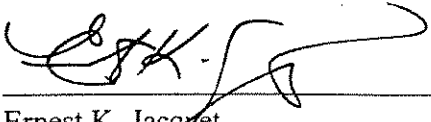
**WOLVERINE PROCTOR & SCHWARTZ, INC.**

Action by Unanimous Written Consent of Directors  
In Lieu of a Meeting of Directors

The undersigned, being all of the directors of Wolverine Proctor & Schwartz, Inc., a Massachusetts corporation (the "Corporation"), hereby consent to and adopt the resolutions attached hereto as Exhibit 1 and consent to the actions described therein in the same manner as if duly presented to and approved at a meeting of the Board of Directors of the Corporation duly called for such purpose.

This consent may be executed in one or more counterparts and shall be filed with minutes of meetings of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned have caused this unanimous written consent to be executed as of the date first written below.

  
\_\_\_\_\_  
Ernest K. Jacquet

\_\_\_\_\_  
Erik Scott

\_\_\_\_\_  
John C. Rutherford

\_\_\_\_\_  
Deepak Kulkarni

\_\_\_\_\_  
Mark Brown

Dated: December 31, 2001

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Erik Scott

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John C. Rutherford

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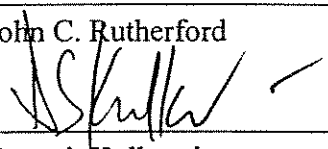
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John C. Rutherford

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Deepak Kulkarni

  
\_\_\_\_\_  
Mark Brown

Dated: December 31, 2001

Exhibit 1

**WOLVERINE PROCTOR & SCHWARTZ, INC.**

RESOLUTIONS

Removal and Appointment of Officers

RESOLVED: That all officers of this Corporation shall be and are hereby removed from office without cause, effective immediately.

RESOLVED: That each of the following individuals shall be and are hereby elected to the office or offices set forth opposite his/her name, to serve in accordance with the Bylaws of the Corporation:

Deepak Kulkarni	Chief Executive Officer
Erik Scott	Vice President
Mark Brown	Secretary & Treasurer

[The remainder of this page has been intentionally left blank.]